

# The State of Texas

## Secretary of State

MAR. 26, 2001

JANIS E MCRAE/KING & SPALDING  
1100 LOUISIANA ST STE 3300  
HOUSTON ,TX 77002-5219



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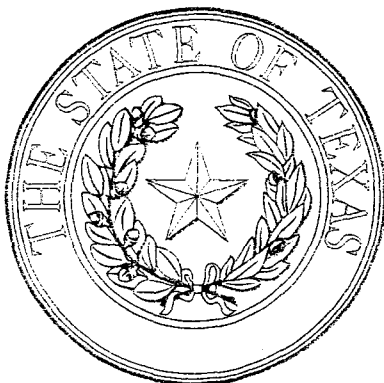
RE:  
HERCULES OFFSHORE CORPORATION

CHARTER NUMBER 01622253-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in dark ink, appearing to read "Henry Cuellar". The signature is written in a cursive style with a large, stylized "H" and "C".

Henry Cuellar, Secretary of State



*The State of Texas*  
*Secretary of State*

CERTIFICATE OF INCORPORATION

OF

HERCULES OFFSHORE CORPORATION  
CHARTER NUMBER 01622253

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

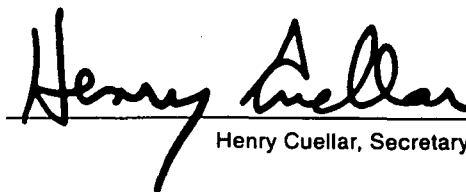
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED MAR. 23, 2001

EFFECTIVE MAR. 23, 2001



  
Henry Cuellar, Secretary of State

MAR 23 2001

Corporations Section

**ARTICLES OF INCORPORATION  
OF  
HERCULES OFFSHORE CORPORATION**

**ARTICLE ONE**

The name of the corporation is Hercules Offshore Corporation.

**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

The nature of the business purpose to be conducted or promoted is to engage in any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act ("TBCA").

**ARTICLE FOUR**

Section 4.1 Authorization of Capital. The total number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) common shares, with no par value per share.

A statement of the designations, preferences, voting powers, relative, participating, optional or other special rights and privileges, and the qualifications, limitations and restrictions of the Common Stock as the Board of Directors may by resolution or resolutions decide to issue are as follows:

Section 4.2 Common Stock.

(a) Voting Rights. Except as otherwise required by law or these Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation for the election of Directors and on all matters submitted to a vote of stockholders of the Corporation.

(b) Dividends. Except as otherwise provided by the resolution or resolutions of the Board of Directors, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

(c) Dissolution, Liquidation or Winding Up. Except as otherwise provided by the resolution or resolutions of the Board of Directors, in the event of any dissolution, liquidation or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive in proportion to the number of shares of Common Stock held, the net assets of the Corporation.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received, which sum is not less than One Thousand Dollars (\$1,000).

#### ARTICLE SIX

The street address of its initial registered office is 1021 Main Street, Suite 1150, Houston, Texas, 77002 and the name of its initial registered agent at such address is CT Corporation System.

#### ARTICLE SEVEN

The number of directors of the corporation may be fixed by the By-laws.

The number of directors constituting the initial board of directors is four (4), and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until a successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas J. Seward, II	P.O. Box 190 Old Greenwich, CT 06870
Thomas E. Hord	104 Bayou Lane Kemah, TX 77565
Erland P. Bassoe	c/o Bassoe Offshore 2000 West Loop South, Suite 2110 Houston, TX 77027
Jonathan B. Fairbanks	c/o Bassoe Offshore 2000 West Loop South, Suite 2110 Houston, TX 77027

Mike Mullen

c/o Energy Equipment Resources  
8411 Preston Road  
Suite 730-LB2  
Dallas, TX 75225

Steven A. Webster

14701 St. Marys Lane  
Suite 800  
Houston, Texas 77079

#### ARTICLE EIGHT

No current or former director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for or arising out of an act or omission in the director's capacity as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith that constitute a breach of duty of the director to the Corporation or acts or omissions that involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or (iv) an act or omission for which the liability of a director is expressly provided by applicable statute. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this ARTICLE EIGHT which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

#### ARTICLE NINE

The Board of Directors of the Corporation shall direct the management of the business and the conduct of the affairs of the Corporation and shall establish policies, procedures, and controls which shall govern the conduct of the Corporation and which shall preserve the separate legal identity of the Corporation.

In addition to the power conferred herein or by the TBCA, the Board of Directors shall have the power from time to time to make, alter, amend, and repeal the By-Laws, subject to the power of the holders of Common Stock to alter or repeal the Bylaws made by the Board of Directors.

#### ARTICLE TEN

The directors may fill vacancies created in the Board of Directors by reason of removal of directors.

ARTICLE ELEVEN


The Company expressly elects not to be governed by the Business Combination Law, part thirteen of the TBCA.

ARTICLE TWELVE

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Guinevere M. Christmann	1100 Louisiana, Suite 3300 Houston, Texas 77002

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby execute these Articles of Incorporation this 22 day of March, 2001.

  
Guinevere M. Christmann  
Incorporator